

BYLAWS  
OF  
BAY-DELTA MODELING FORUM  
A nonprofit Public Benefit Corporation

ARTICLE 1  
OFFICE

Section 1.01 Office. The corporation's office shall be fixed and located at such place within the State of California as the Steering Committee shall determine.

ARTICLE 2  
PURPOSES

Section 2.01 Purposes Described in Articles of Incorporation. The corporation is a nonprofit public benefit corporation organized under California law. The specific and general purposes of the corporation are described in its Articles of Incorporation.

ARTICLE 3  
MODELING DEFINITION AND SCOPE

Section 3.01 Model Definition and Modeling Scope. Modeling is the use of mathematical representations and codes, physical analogues, or combinations of these to represent the natural and managed systems of interest to the Bay-Delta Modeling Forum (herein called the "Forum"), and to analyze water-related issues and problems in the San Francisco Bay, Sacramento-San Joaquin Delta, and Central valley system and other areas depending on the modeling needs of the stakeholders and decision makers. The scope of interest of the Forum includes, but is not limited to, system operations, hydraulics, hydrology, hydrodynamics, water quality, fisheries and other aquatic biology, aquatic and terrestrial habitat health, economics, data gathering, storage and access, real-time management, groundwater, water resources planning, and GUI/GIS interfaces.

## ARTICLE 4

### MEMBERSHIP

Section 4.01 Individual and Organization Members. Membership in the Forum is open to all interested individuals and organizations who agree to support the purposes of the Forum, are accepted by the membership, and pay dues. The organization members shall be represented by a representative designated by the chief executive officer of the organization, or a designated alternate representative. Each individual member and each organization member is entitled to cast one vote. Members shall be required to take only those actions consistent with the legal authority of the governing body of their organization. Neither the Forum, its officers, or employees except as an insubstantial part of the corporation's activities, may influence, or attempt to influence, legislation.

Section 4.02 Corresponding Members. Any person or organization may join the Forum as a corresponding member. A corresponding member receives the proceedings of the meetings and other Forum information, may attend meetings, pay dues, but is not required to support the purposes of the Forum and does not vote.

Section 4.03 Powers of Members. Members of the Forum shall retain all powers and responsibilities for the functioning of the Forum except those which they have initially delegated through the adoption of these bylaws, or subsequently delegated or altered by action of the membership. These Bylaws can be amended by the membership of the Forum. Except for those powers delegated to the Steering Committee in Section 6.01, the Forum membership shall have the following powers, to wit:

- (a) Develop, approve, and modify the By-laws.
- (b) Select the membership sector Steering Committee representatives.
- (c) Delegate authority to the Steering Committee.
- (d) Develop and set the dues structure.
- (e) Approve the operating budget.
- (f) Approve policy statements.
- (g) Accept Peer review and other reports.

Section 4.04 Action of the Members. All actions and decisions of the Forum membership shall be taken in open, noticed meetings of the Forum and shall, unless otherwise provided in the Bylaws, be effected by a minimum two-thirds vote of all members voting. Recording of individual votes can be ordered by request of at least one-third members present. In the event that any disputes arise, the Forum will be governed by the Roberts Rules of Order.

Section 4.05 Annual Meetings. The Forum shall hold an annual meeting for

the purpose of organization, selection of officers, and the transaction of other business.

Section 4.06 Place of Meetings. Meetings of the Forum may be held at the principal office of the Forum or at any other place which has been designated in the notice of the meeting.

Section 4.07 Regular Meetings. Regular meetings of the Forum, including the annual meeting, shall be held upon notice on such dates and at such times and places as may be, from time to time, fixed by the Forum or Steering Committee.

Section 4.08 Quorum. A majority of the members shall constitute a quorum. Every act or decision done or made by the members in good standing and present at a meeting duly held at which a quorum is present is an act of the Forum. Organizational and individual members will each have one vote. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if action is taken by the required majority of the required quorum for such meeting. Members may not vote by proxy. A member shall be in good standing if the member or members agency has paid dues imposed under section 8.02.

Section 4.09 Participation in Meetings by Conference Telephone. Unless refused by all Forum officers present, members may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 4.10 Adjournment. A majority of the members present, whether or not a quorum is present, may adjourn any Forum meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the reconvening of the adjourned meeting to the members who were not present at the time of the adjournment.

## ARTICLE 5

### OFFICERS

Section 5.01 Officers. The officers of the Forum shall be a convener, vice-convener, secretary, and a treasurer. The offices of secretary and treasurer may be held by the same person. The officers of the Forum shall also serve as the officers of the Steering Committee (Article 6).

Section 5.02 Election. The officers of the Forum, except such officers as maybe elected or appointed in accordance with the provisions of section 5.05, shall be chosen by a simple majority of members voting at the annual meeting by and shall serve at the pleasure of the Forum members, and shall hold their respective offices for one year or until their earlier resignation, removal or other disqualification from service, or until their respective successors shall be elected.

Section 5.03      Removal. Any officer may be removed, either with or without cause, by a majority of the membership at any time.

Section 5.04      Resignation. Any officer may resign at any time by giving written notice to the Forum membership and the convener. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05      Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis. The Steering Committee (Article 6) may fill any vacancy on an acting status for a period not to exceed 120 days.

Section 5.06      Convener. The convener is the chief executive officer of the Forum and has, subject to the control of the membership, responsibility for general supervision and direction of the business, and responsibility for coordinating the activities of the officers of the Forum. The convener shall preside at all meetings of the Forum and Steering Committee. The convener has the general powers and duties of management and such other powers and duties as may be prescribed from time to time by the Forum or Steering Committee.

Section 5.07      Vice-Convener. In the absence or disability of the convener, the vice-convener shall perform all the duties of the convener and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the convener. The vice-convener shall have such other powers and perform such other duties as from time to time may be prescribed by the Forum or Steering Committee.

Section 5.08      Secretary.

(a) Book of Minutes. The secretary shall keep or cause to be kept, at the principal office or such other place as the Steering Committee may order, a book of minutes of all meetings of the Forum, the Steering Committee and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the names of those officers present, and a description of the proceedings thereof. The secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the Forum's Articles of Incorporation and Bylaws, as amended to date.

(b) Notices and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the Forum, Steering Committee and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meeting of the Forum and Steering Committee to all members after the meetings. The secretary shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the treasurer. In general, the secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Forum or the Steering Committee.

Section 5.09      Treasurer.

(a) Books of Account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Forum, including accounts of its assets, liability, receipts and disbursements. The books of account shall all times be open to reasonable inspection and audit by any member.

(b) Deposit, Investment, and Disbursement of Money and Valuables. The treasurer shall deposit and invest all moneys and other valuables in the name and to the credit of the Forum. Investments shall be consistent with policies applicable to California general law agencies. The treasurer shall disburse the funds of the Forum and may be ordered by the Steering Committee, and shall render to the Convener and Forum members, upon request, but not less frequent than annually, an account of all transactions as treasurer and of the financial condition of the Forum. The treasurer shall present to the Forum at all regular meetings an operating statement and report since the last preceding regular meeting of the Forum. The treasurer shall cause the books of account to be audited or reviewed each year by an independent certified public accountant approved by the Steering Committee, and a report of such audit or review shall be presented to the Forum not later than the fourth month following the close of the fiscal year. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Forum or the Steering Committee.

(c) Checks, etc. All checks, drafts, or other orders for payment of money, notes or other evidences of financial obligation, issued in the name of, or payable to, the Forum shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Steering Committee.

ARTICLE 6

STEERING COMMITTEE

Section 6.01      Powers. The Forum hereby designates a Steering Committee of the Forum to carry out certain responsibilities and functions under these Bylaws. Reserving all other responsibilities and powers to the Forum, the Steering Committee shall have the following powers, to wit:

(a) To carry out all policies established by the Forum when delegated by the Forum and advising on formation of these policies.

(b) To establish committees, appoint committee members, and appoint committee chairs.

(c) To oversee the interaction with the California water resource system stakeholders and decision makers who have an interest in the Forum's functions.

(d) To select and remove all of the other officers, agents, consultants,

and employees of the Forum, prescribe such powers and duties for them not inconsistent with law, with the Articles of Incorporation, or these Bylaws, and fix their compensation, if any.

(e) To conduct, manage, and control the affairs and business of the Forum and make such rules and regulations therefor not inconsistent with law, with the articles of Incorporation, or these Bylaws, as they may deem best.

(f) To change the principal office for the transaction of the business of the corporation from one location to another as provided in Article 1 hereof.

**Section 6.02      Designation, Term, and Qualification of Steering Committee Members.**

(a) The Steering Committee shall be comprised solely of members, and representatives of organization members, in good standing.

(b) Officers of the Forum shall be members of the Steering Committee. Officers may, but do not need to be, separately elected as members of the Steering Committee. In any event, officers of the Forum shall have only one vote each on the Steering Committee.

(c) The following organizations, if they have accepted membership in the Forum, are in good standing, and accept membership on the Steering Committee, shall have one seat and one vote on the Steering Committee: Aquatic Habitat Institute, California Central Valley Regional Water Quality Control Board, California Department of Fish and Game, California Department of Water Resources, California San Francisco Regional Water Quality Control Board, California State Water Resources Control Board, Contra Costa Water District, Metropolitan Water District of Southern California, National Marine Fisheries Service, U.S. Bureau of Reclamation, U.S. Corps of Engineers, U.S. Environmental Protection Agency, U.S. Fish and Wildlife Service, and the U.S. Geological Survey.

(d) The Steering Committee shall also have three members selected in caucus by each of the following Forum membership sectors: (i) universities, or other degree-granting educational organizations, (ii) environmental organizations, (iii) firms primarily engaged in providing consulting services for compensation, and (iv) water delivery and purveying agencies.

(e) The term of office of the representatives who are members of the Steering Committee by virtue of their position in the represented organization shall expire at the time such person no longer holds his or her position as representative, and the chief executive officer of the member organization shall appoint a successor in such position who shall automatically assume the office of representative and member of the Steering Committee.

(f) The term of office of the representatives who hold office by virtue of their position in one of the four membership sectors shall be one year, or until succeeded, or at such time that such person is no longer a member of the membership sector that elected him or her. Member sector representatives may not serve for successive terms.

Section 6.03 Quorum and Membership. The quorum and membership provisions for the Steering Committee shall be the same as those imposed under Sections 4.04, 4.08, 4.09, and 4.10 for the Forum membership.

## ARTICLE 7

### COMMITTEES

Section 7.01 Committees. From time to time, committees may be created, committee members appointed, and committee chairs appointed, by the Steering Committee with the subsequent ratification of the Forum. The committees shall have such duties as specified by the Steering Committee.

Section 7.02 Peer Review Committees. A standing Peer Review Committee shall be appointed by the Steering Committee. The Peer Review Committee shall establish procedures and designate ad hoc (task) committees to perform the following:

- (a) Review models or classes of models and prepare reports on such reviews, without approving or disapproving the models.
- (b) Document the strengths and weaknesses of the models.
- (c) Suggest improvements in models and modeling.
- (d) Identify which models are appropriate for which applications.
- (e) Take an active role in mediating modeling disputes or differences of opinion about modeling.

## ARTICLE 8

### OTHER PROVISIONS

Section 8.01 Fiscal Year. The fiscal year of the corporation shall be set by the Steering Committee.

Section 8.02 Dues and Other Payments. Dues shall be set by the Forum to be paid in the amount and manner as the Forum provides. The dues shall be \$30 per fiscal year for individual and corresponding members and at least \$500 per fiscal year for organization members, as set by the Steering Committee. Additional contributions may be made by organizations or other members.

Section 8.03 Services by Represented Organizations. The Forum may accept without payment, or may contract and pay for under mutually acceptable terms, services from represented organizations to assist in carrying out its purposes. Such services may include technical, legal, fiscal, public relations, and support of staff and other administrative functions.

Section 8.04 Publications. Publishing and distribution of resulting documents, opinions, findings, and recommendations (collectively "reports") shall be announced to the membership and others who may be interested, and reports shall be made available to all upon request and payment of a reasonable charge.

Section 8.05 Disclaimer. Any reports issued by the Forum shall state that the reports do not necessarily represent the views of the governing bodies of the individual represented organizations or members.

Section 8.06 Separate Organization and Individual Member Views. Any member may have included in any Forum report at its timely request a brief and timely separate statement as to its views.

Section 8.07 Nondiscrimination. The Forum shall be an equal opportunity organization and employer. In considering applications for membership, and in contracting for materials or services, the Forum shall ensure that women and minorities, and business entities owned by women and minorities, are welcome and have an equal opportunity to be considered with others.

## ARTICLE 9

### ADMINISTRATION

Section 9.01 Executive Director. The Steering Committee may designate an Executive Director or other administrative designee to assist in the Forum's business and programs. The Executive Director shall be given only the authority and responsibility necessary to operate the Forum's activities, consistent with such policies as may be issued by the Forum, the Steering Committee, or by any of its committees to which it has delegated power for such action. The Steering Committee shall act as the duly authorized representative of the Forum in all matters in which the Forum has not formally designated some other person or group to so act.

Section 9.02 Authority and Responsibility. The Executive Director shall work for, and at the pleasure of, the Steering committee. In the absence of an Executive Director all authority and responsibilities defined in this section shall reside with the Steering Committee. The authority and responsibilities of the Executive Director may include, but not necessarily be limited to, the following:

- (a) Carrying out all policies established by the Forum and advising on formation of these policies;
- (b) Developing and submitting to the Forum for approval a plan of



organization for the conduct of operations and recommending changes when necessary;

(c) Preparing an annual budget showing the expected revenue and expenditures as required by the Forum;

(d) Advising in the selection, employment, control and discharge of employees, and maintenance of personnel policies and practices established by the Forum;

(e) Maintaining any physical properties in a good and safe state of repair and operating condition;

(f) Supervising business affairs to ensure that funds are collected and expended to the best possible advantage;

(g) Working continually with the members and other professionals to the end that high quality technical and advisory programs are carried out;

(h) Presenting to the Forum or its committees periodic reports reflecting the activities and programs and financial activities of the Forum and such special reports as may be required by the Forum.

(i) Attending all meetings of the Forum and serving ex officio on committees thereof, as directed by the Forum.

(j) Preparing a plan for the achievement of the Forum's specific objectives and periodically reviewing and evaluating that plan;

(k) Representing the Forum in its relationships with other corporations, civic organizations, governmental entities, the business community, and the public in accordance with direction and guidelines from the Forum;

(l) Reporting to the Forum all reasonable steps to be taken to conform to applicable federal, state, and local laws and regulations;

(m) Coordinating and assisting in the selection of consultants; and

(n) Performing other duties that may be necessary or in the best interests of the Forum in accordance with the Forum's policy or direction.

#### CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected and acting Secretary of Bay-Delta Modeling Forum, a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising of \_\_\_\_\_ pages, constitute the Bylaws of said corporation as adopted at a meeting of the Forum held on \_\_\_\_\_.

IN WITNESS WHEREOF, I have signed by name and affixed the seal of the corporation to this certificate on \_\_\_\_\_.

\_\_\_\_\_  
John Doe  
Secretary